



Membership and Activities of Appointed Town Boards Policy

Select Board

Town of Boxborough, MA

Intent and Purpose

To govern to membership and activities of all Town boards, committees and commission appointed by the Boxborough Select Board.

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Policy & Applicability

The following policy is intended to govern the membership and activities of all Town boards, committees and commissions that are comprised of citizen volunteers appointed by the Select Board, hereinafter referred to as “boards.” Should any provision of this policy conflict with the provisions of any general or special law or regulation of the Commonwealth or of any Town bylaw, the terms of the general or special law, regulation or bylaw shall be controlling and shall supersede those of this policy.

Composition and Quorum

Boards shall be comprised of an odd number of members, whenever possible. When the terms of office of a board are for more than one year, such terms of office shall be so arranged that as nearly an equal number of terms as is possible will expire each year.

If a board has a variable number of members, the Select Board shall seek input from the board on the desirability to increase or decrease the membership above or below the then current level, at such times when the then-current number of members may become ineffective in fulfilling the board’s responsibilities. Additionally, the board may at any time make a recommendation to the Select Board to

Policy on Membership and Activities of Appointed Town Boards

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increase or decrease the current membership.

A quorum shall consist of a majority of the number of members stated in the Town's by-law or the Select Board document establishing the board or a majority of the actual number of members currently serving, whichever is greater.

Filling of Vacancies

Whenever a vacancy shall occur in the membership of a board, the chair of said board shall forthwith give written notice of such vacancy to the Select Board. The board may recommend to the Select Board in writing a suitable candidate or candidates for appointment to fill the vacated position(s). The Town Administrator shall publish a notice of the vacancy on the Town website and other suitable locations. Interested individuals will be asked to directly contact the Town Administrator who shall bring forward the names to the Select Board for consideration at an upcoming meeting.

Resignation from Office

A board member who is no longer able to serve for whatever reason should resign promptly so that the vacancy may be filled. The member shall submit a written resignation to the Town Clerk, with a copy to the Board Chair and the Select Board.

Associate/Alternate Members

There are two kinds of associate/alternate members: those appointed by the Select Board and those appointed by Boards themselves.

Associate/alternate members who are appointed by the Select Board for some elected Boards can by statute vote in some cases on some matters, e.g. the Planning Board. Associate/alternate members that are appointed by the Select Board for some appointed Boards can by statute vote in some cases on some matters, e. g. the Zoning Board of Appeals. It is the policy of the Select Board that it will not appoint associate/alternate members to boards unless specifically allowed or required in the State Law, Town By-law, or Select Board Charter establishing such board.

Boards appointed by the Select Board may create and fill positions of associate/alternate membership as may be appropriate to the Board. Such positions are encouraged as they can help develop new prospective candidates for future appointments as voting members, and also provide opportunity for continued participation and continuity with members who have not been reappointed for whatever reason. Associate/alternate members appointed by the Boards shall not, however, be entitled to vote on any matter that is before the Board.

Officers

A Board shall annually, at its first regularly scheduled meeting in the fiscal year, select from its membership such officers as deemed necessary by the board; at a minimum, this shall include a Chair and Vice Chair or Clerk. Ideally, boards should rotate membership through their elected offices, with no member serving more than two years in succession in any given office. Boards are encouraged to adopt rotation policies of their own, consistent with the desire expressed herein for a regular change in leadership.

Removal from Office

The Select Board has the right to remove an appointed member from a board for cause.

Poor attendance may be a cause for removal. If a member of a board misses 3 meetings in a row or 3

meetings over a 3 month time frame without sufficient cause, after consultation with the member and the board, the Chair of that board may petition the Select Board to deem that lack of attendance to be a defacto cause for removal.

Open Meeting Law [MGL c 30A §18-25]

All members of town boards shall comply with the Open Meeting Law, which in summary requires that:

- a) all meetings of elected or appointed boards and sub-committees shall be open to the public unless falling under one of the ten exemptions for which a board may convene executive session as specified in G.L. c. 30A, §21.
- b) Boards shall deliberate and take action in a public meeting for which members of the public have been provided adequate notice in accordance with the meeting notice requirements of the Open Meeting Law.
- c) Board members shall not use electronic communications and/or telephones to conduct business, deliberate, or otherwise act to circumvent the Open Meeting Law.

The Town Clerk provides newly appointed members of boards with detailed material on the Open Meeting Law and procedures for posting meetings and also provides follow-up material on a regular basis including updates when the law changes.

Minutes [MGL c 30A §22]

Boards shall create accurate minutes of open meetings and executive session in a written format. At a minimum, the minutes shall contain the date, time, place, names of members present and absent, a summary of topics discussed on each subject, a list of documents and other exhibits used at each meeting, and an exact record of motions, votes and official actions taken at each meeting. It is not necessary to transcribe the meeting verbatim; rather, the minutes need only provide enough substance to allow readers to understand the nature and status of the matters discussed at the meeting.

Audio and video recordings may be made of meetings, but written minutes must also be prepared. Draft minutes of open sessions are considered public record from the moment that they are created. Open session minutes shall be promptly prepared and accepted in the course of a subsequent meeting of the board in accordance with State law and/or regulation, and a copy filed with the Town Clerk, who shall post on the town's website. Executive session meeting minutes must be reviewed at reasonable intervals by the Chair to determine whether they should be considered for public release.

Conflict of Interest [MGL c 268A]

All appointed board members are subject to the Conflict of Interest Law which ensures that their private financial interests and personal relationships do not conflict with their public obligations. The law is broadly written to prevent a board member from becoming involved in a situation that could result in a conflict or give the appearance of a conflict. The Town Clerk provides all board members with a Summary of the Conflict of Interest Law provided by the state Ethics Commission. The board members must acknowledge receipt of the Conflict of Interest Law and complete all mandatory training as required by statute. The Select Board may provide additional group training on the Conflict of Interest Law as needed.

The law restricts what a board member may do on the job, after hours, and after leaving public service. It prohibits a variety of actions, including bribery, extra pay, receipt of gifts or privileges because of board members' official actions, and acting as an agent or attorney for anyone in a claim against or doing business with the Town. The law prohibits all board members from participating in a particular

matter in which board members and immediate family and partners, business associates and organizations have a financial interest.

The law provides for the legal determination of conflict of interest status for anyone submitting a request to the appointing authority or State Ethics Commission. The law also provides for continued services in certain circumstances if full disclosure is made or a special exemption is granted by the Select Board. If members have any questions about their activities, they should file a written request through the Town Administrator. The response will be in writing and will become a matter of public record.

Conduct

Board members shall maintain a professional demeanor when dealing with each other and the public. They shall refrain from abusive conduct, personal charges or verbal attacks upon the character or motives of other members of their board, or other boards, commissions, committees, staff or the public and shall be courteous to their colleagues and to the public.

Members shall not act arbitrarily to the detriment of any person, group or body and shall have due regard for the rights, duties and proper interests of all others. When making decisions, members shall act lawfully and exercise their discretionary powers impartially, taking into account only relevant matters.

This policy revokes and replaces all previous policies on this topic including the policy initially adopted by the Board of Selectmen on November 27, 2006 and revised by the Board of Selectmen on November 16, 2015